

ATTACHMENT 3

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
 W.R. GRACE & CO., et al.¹) Case No. 01-01139 (JFK)
) Jointly Administered
 Debtors.)
) Objection Date:

EIGHTY-THIRD MONTHLY APPLICATION OF
 BEVERIDGE & DIAMOND, P.C.
 FOR COMPENSATION FOR SERVICES RENDERED AND
 REIMBURSEMENT OF EXPENSES
 AS COUNSEL TO THE DEBTORS FOR THE
PERIOD FROM SEPTEMBER 1, 2012 THROUGH SEPTEMBER 30, 2012

Name of Applicant:	Beveridge & Diamond, P.C.
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	May 12, 2005
Period for which Compensation and Reimbursement is Sought:	September 1, 2012 through September 30, 2012
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$118,060.38
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$471.15

This is a: XX monthly interim final application.

¹ The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darez Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace Jvh, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cunning, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

PRIOR APPLICATIONS FILED:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
12/05	10/1/05 – 10/31/05	\$13,486.25	\$ 337.02	\$13,486.25	\$ 337.02
2/06	11/1/05 – 11/30/05	\$46,587.50 ²	\$ 57.62	\$46,587.50 ³	\$ 57.62
2/06	12/1/05 – 12/31/05	\$ 5,726.25 ⁴	\$1,308.41	\$ 5,726.25 ⁵	\$1,308.41
3/06	1/1/06 – 1/31/06	\$11,187.50	\$ 173.56	\$11,187.50	\$ 173.56
4/06	2/1/06 – 2/28/06	\$16,106.25	\$ 156.33	\$16,106.25	\$ 156.33
5/06	3/1/06 – 3/31/06	\$11,377.50	\$ 70.33	\$11,377.50	\$ 70.33
6/06	4/1/06 -- 4/30/06	\$13,693.75	\$ 356.81	\$13,693.75	\$ 356.81
8/06	5/1/06 -- 5/31/06	\$28,261.25	\$ 227.37	\$28,261.25	\$ 227.37
9/13/06	6/1/06 -- 6/30/06	\$10,103.75	\$ 285.26	\$10,103.75	\$ 285.26
9/13/06	7/1/06 -- 7/31/06	\$ 4,307.50	\$ 14.21	\$ 4,307.50	\$ 14.21
9/25/06	8/1/06 -- 8/31/06	\$4,812.50	\$ 131.31	\$4,812.50	\$ 131.31
10/30/06	9/1/06 -- 9/30/06	\$16,988.75	\$ 287.83	\$16,988.75	\$ 287.83
12/1/06	10/1/06 -- 10/31/06	\$19,348.25	\$ 210.02	\$19,348.25	\$ 210.02
1/11/07	11/1/06 - 11/30/06	\$34,281.25	\$ 425.47	\$34,281.25	\$ 425.47
3/7/07	12/1/06 - 12/31/06	\$43,924.00	\$ 338.42	\$43,924.00	\$ 338.42
3/7/07	1/1/07 - 1/31/07	\$51,760.00	\$ 211.32	\$51,760.00	\$ 211.32
6/4/07	2/1/07 - 2/28/07	\$36,245.00	\$ 94.79	\$36,245.00	\$ 94.79
6/4/07	3/1/07 - 3/31/07	\$33,840.00	\$ 480.06	\$33,840.00	\$ 480.06
6/18/07	4/1/07-4/30/07	\$35,377.50	\$ 514.32	\$35,377.50	\$ 514.32
6/18/07	5/1/07 - 5/31/07	\$17,681.25	\$ 389.29	\$17,681.25	\$ 389.29
8/23/07	6/1/07 - 6/30/07	\$22,225.00	\$ 133.35	\$22,225.00	\$ 133.35
10/11/07	7/1/07-7/31/07	\$31,450.00	\$ 248.66	\$31,100.00	\$ 248.66
10/11/07	8/1/07 - 8/31/07	\$30,497.50	\$ 567.93	\$29,875.50	\$ 567.93
10/19/07	9/1/07 - 9/30/07	\$18,575.00	\$ 311.53	\$18,575.00	\$ 311.53
1/2/08	10/1/07 – 10/31/07	\$7,217.50	\$ 791.76	\$7,217.50	\$ 791.76
1/2/08	11/1/07-11/30/07	\$5,200.00	\$ 111.41	\$5,200.00	\$ 111.41
4/29/08	12/1/07-12/31/07	\$8,670.00	\$ 142.43	\$8,670.00	\$ 142.43
4/29/08	1/1/08 – 2/28/08	\$19,480.00	\$ 74.16	\$19,480.00	\$ 74.16
5/5/08	3/1/08-3/31/08	\$6,320.00	\$ 81.38	\$6,320.00	\$ 81.38
6/23/08	4/1/08-4/30/08	\$5,358.00	\$ 54.14	\$5,358.00	\$ 54.14
7/21/08	5/1/08-5/31/08	\$32,068.00	\$ 19.86	\$32,068.00	\$ 19.86
9/3/08	6/1/08 – 6/30/08	\$39,793.00	\$ 1,384.81	\$39,793.00	\$ 1,384.81

² The original Application filed 2/06 requested fees in the amount of \$43,662.50 and Expenses in the amount of \$57.62. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$46,587.50.

³ The original Application filed 2/06 requested fees in the amount of \$43,662.50 and Expenses in the amount of \$57.62. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$46,587.50.

⁴ The original application filed 2/06 requested fees in the amount of \$5,238.75 and Expenses in the amount of \$1,308.41. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$5,726.25.

⁵ The original application filed 2/06 requested fees in the amount of \$5,238.75 and Expenses in the amount of \$1,308.41. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$5,726.25.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
9/15/08	7/1/08-7/31/08	\$89,644	\$273.65	\$89,644	\$273.65
11/14/08	8/1/08-8/31/08	\$50,539.50	\$224.70	\$50,539.50	\$224.70
11/14/08	9/1/08 - 9/30/08	3,905.50	\$986.54	3,905.50	\$986.54
2/6/09	10/1/08 - 10/31/08	1,360.00	\$365.78	1,360.00	\$365.78
2/6/09	11/1/08 - 11/30/08	\$920.00	\$524.75	\$920.00	\$524.75
3/24/09	12/1/08 - 12/31/08	\$2,702.50	\$11.37	\$2,702.50	\$11.37
3/30/09	1/1/09 - 1/31/09	\$25,585.00	\$1.40	\$25,585.00	\$1.40
4/21/09	2/1/09 - 2/28/09	\$39,237.00	\$516.80	\$39,237.00	\$516.80
4/30/09	3/1/09 - 3/31/09	\$ 8,128.00	\$ 46.35	\$ 8,128.00	\$ 46.35
7/7/09	4/1/09 - 4/30/09	\$ 80,837.00	\$ 1,411.58	\$ 80,837.00	\$ 1,411.58
7/20/09	5/1/09 - 5/31/09	\$ 80,837.00	\$ 1,411.58	\$ 80,837.00	\$ 1,411.58
9/2/09	6/1/09 - 6/30/09	\$38,481.50	\$ 888.98	\$38,481.50	\$ 888.98
9/15/09	7/1/089 - 7/31/09	\$6,972.00	\$ 534.11	\$6,972.00	\$ 534.11
10/1/09	8/1/09 - 8/31/09	\$1,991.50	\$ 5.80	\$1,991.50	\$ 5.80
11/2/09	9/1/09 - 9/30/09	\$ 6,836.00	\$ 53.92	\$ 6,836.00	\$ 53.92
12/9/09	10/1/09 - 10/31/09	\$ 15,246.00	\$ 75.86	\$ 15,246.00	\$ 75.86
1/4/10	11/1/09 - 11/30/09	\$ 14,828.50	\$ 56.80	\$ 14,828.50	\$ 56.80
2/3/10	12/1/09 - 12/31/09	\$ 7,224.00	\$ 84.20	\$ 7,224.00	\$ 84.20
3/31/10	1/1/10 - 1/31/10	\$ 2,778.00	\$ 36.85	\$ 2,778.00	\$ 36.85
3/31/10	2/1/10 - 2/28/10	\$ 4,449.50	\$12.27	\$ 4,449.50	\$12.27
5/17/10	3/1/10 - 3/31,2010	\$24,367.50	\$11.00	\$24,367.50	\$11.00
7/1/10	4/1/10 - 4/30/10	\$ 10,250.00	\$ 82.97	\$ 10,250.00	\$ 82.97
7/1/10	5/1/10 - 5/31/10	\$ 3,476.00	\$ 23.86	\$ 3,476.00	\$ 23.86
8/16/10	6/1/10 - 6/30/10	\$ 24,234.00	\$ 19.20	\$ 24,234.00	\$ 19.20
8/30/10	7/1/10 - 7/31/10	\$ 20,113.50	\$ 18.28	\$ 20,113.50	\$ 18.28
10/25/10	8/1/10 - 8/31/10	\$2,986.00	\$ 235.07	\$2,986.00	\$ 235.07
11/9/10	9/1/10 - 9/30/10	\$25,288.00	\$ 251.36	\$25,288.00	\$ 251.36
12/1710	10/1/10 - 10/31/10	\$13,119.50	\$ 352.94	\$13,119.50	\$ 352.94
1/10/11	11/1/10 - 11/30/10	\$ 13,940.00	\$ 50.56	\$ 13,940.00	\$ 50.56
3/3/11	12/1/10 - 12/31/10	\$ 18,381.47	\$ 46.47	\$ 18,381.47	\$ 46.47
4/5/11	1/1/11 - 1/31/11	\$ 4,046.00	\$129.34	\$ 4,046.00	\$129.34
4/5/11	2/1/11 - 2/28/11	\$ 9,082.00	\$ 0.20	\$ 9,082.00	\$ 0.20
5/31/11	3/1/11 - 3/31/11	\$ 5,617.50	\$ 21.36	\$ 5,617.50	\$ 21.36
6/13/11	4/1/11 - 4/30/11	\$ 5,612.00	\$ 96.75	\$ 5,612.00	\$ 96.75
7/8/11	5/1/11 - 5/31/11	\$10,248.00	\$ 16.76	\$10,248.00	\$ 16.76
9/14/11	6/1/11 - 6/30/11	\$ 22,223.50	\$ 20.40	\$ 22,223.50	\$ 20.40
9/14/11	7/1/11 - 7/31/11	\$ 9,342.00	\$ 94.66	\$ 9,342.00	\$ 94.66
9/29/11	8/1/11 - 8/31/11	\$31,785.50	\$268.57	\$31,785.50	\$268.57
11/16/11	9/1/11 - 9/30/11	\$ 8,447.50	\$341.60	\$ 8,447.50	\$341.60
12/1/11	10/1/11 - 10/31/11	\$11,621.00	\$55.64	\$11,621.00	\$55.64
12/27/11	11/1/11 - 11/30/11	\$ 14,634.50	\$ 56.70	\$ 14,634.50	\$ 56.70
3/26/12	12/1/11 - 12/31/11	\$82,764.50	\$ 94.75	\$82,764.50	\$ 94.75
3/26/12	1/1/12 - 1/31/12	\$151,022.60	\$322.03	\$151,022.60	\$322.03
5/24/12	2/1/12 - 2/29/12	\$102,163.92	\$337.47	\$102,163.92	\$337.47

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
5/31/12	3/1/12 – 3/31/12	\$75,252.72	\$5,424.17	\$75,252.72	4,872.91
5/31/12	4/1/12 – 4/30/12	\$65,693.98	\$276.11	Pending	Pending
7/10/12	5/1/12 – 5/31/12	\$67,685.32	\$7,598.67	Pending	Pending
10/19/12	6/1/12 – 6/30/12	\$100,573.94	\$ 56.90	Pending	Pending
10/19/12	7/1/12 – 7/31/12	\$126,281.50	\$358.82	Pending	Pending
10/19/12	8/1/12 – 8/31/12	\$ 86,536.12	\$ 279.07	Pending	Pending

B&D PROFESSIONALS⁶

Name of Professional Individual	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Pamela D. Marks	Principal; Joined Firm 1997; Member MD Bar since 1986	\$469.20	105.80	\$49,641.36
Karl S. Bourdeau	Principal; Joined Firm 1980; Member DC bar since 1978	\$657.80	44.30	\$29,140.54
Robert Brager	Principal; Joined Firm 1981; Member NY bar since 1980	\$657.80	25.80	\$16,971.24
Elizabeth A. Wolk	Paralegal	\$179.40	1.70	\$304.98
Jayni Lanham	Associate; Joined Firm 2008; Member MD Bar since 2008	\$303.60	30.10	\$9,138.36
Sarah E. Albert	Associate; Joined Firm 2006; Member MD Bar since 2005	\$349.60	12.70	\$4,439.92
Denise Paul	Paralegal	\$179.40	17.40	\$3,121.56
Toren Elsen	Paralegal	\$142.60	2.80	\$399.28
Mark N. Duvall	Principal; Joined Firm 2008; Member DC Bar since 1978	\$506.00	8.00	\$4,048.00
Kathryn E. Szmuszkovicz	Principal; Joined Firm 1984; Member of DC Bar since 1985	\$657.80	1.30	\$855.14

Fees: \$118,060.38
 Total Hours: 249.90
 Blended Rate: \$ 472.00

⁶ These amounts are the sum total from all of the invoices attached hereto.

TASK CODE SUMMARY

Project Category	Total Hours	Total Fees Requested
Litigation and Litigation Consulting	249.90	\$118,060.38

EXPENSE SUMMARY⁷

Expense Category	Service Provider (if applicable) ⁸	Total Expense
Photocopying		\$49.00
Postage		\$0.45
Long Distance Telephone		\$8.70
Meals	Meals during client meetings (on multiple days)	
Travel	Airfare, travel to Denver for meeting with EPA	\$386.60
Express Delivery	UPS	\$26.40

WHEREFORE, Beveridge & Diamond, P.C. respectfully requests that, for the period September 1, 2012 through September 30, 2012, an interim allowance be made to Beveridge & Diamond, P.C. for compensation in the amount of \$118,060.38 and actual and necessary expenses in the amount of \$471.15 for a total allowance of \$118,531.53 and payment of \$94,448.30 (80% of the allowed fees) and reimbursement of \$471.15 (100% of the allowed expenses) be authorized for a total payment of \$94,919.45 and for such other and further relief as this Court may deem just and proper.

Dated: November 19, 2012

BEVERIDGE & DIAMOND, P.C.



Pamela D. Marks
 201 N. Charles Street, Suite 2210
 Baltimore, MD 21201
 Telephone: 410-230-1315
 Facsimile: 410-230-1389
 Counsel for Debtors and Debtors in Possession

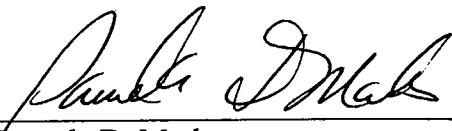
⁷ These amounts are the sum total of the disbursements as shown on all of the invoices attached hereto.

⁸ B&D may use one or more service providers. The service providers identified herein below are the primary service providers for the categories described.

VERIFICATION

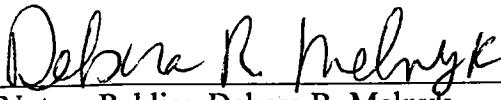
Pamela D. Marks, after being duly sworn according to law, deposes and says:

- a) I am an attorney with the applicant law firm Beveridge & Diamond, P.C..
- b) I am familiar with the legal services rendered by Beveridge & Diamond, P.C. as counsel to the Debtor and am thoroughly familiar with the other work performed on behalf of the Debtor by the lawyers and paraprofessionals of Beveridge & Diamond, P.C.
- c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed the Local Bankruptcy Rules for the District of Delaware, and submit that the Application substantially complies with such rules.



Pamela D. Marks

SWORN AND SUBSCRIBED
before me this 19 day of November, 2012.



Notary Public: Debora R. Melnyk
My Commission Expires: May 27, 2013

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W.R. GRACE & CO., et al.¹) Case No. 01-01139 (JFK)
) Jointly Administered
Debtors.)
) Objection Date:

FEE DETAIL FOR BEVERIDGE & DIAMOND, P.C.'S
MONTHLY FEE APPLICATION FOR THE PERIOD
SEPTEMBER 1, 2012 THROUGH SEPTEMBER 30, 2012

¹ The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darez Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cunning, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

EXHIBIT A

(Horton Iron & Metal)

LAW OFFICES
BEVERIDGE & DIAMOND, P.C.
SUITE 2210
201 NORTH CHARLES STREET
BALTIMORE, MD 21201-4150
(410) 230-1300

W. R. Grace & Co.
Attn: Lydia B. Duff, Esq.
7500 Grace Drive
Columbia, MD 21044

October 31, 2012
Client/Matter # 01246-015355
Invoice # 150806
Federal ID# 52-1247549

For Legal Services Rendered Through 09/30/12 in Connection With:

PLEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.
SUITE 700
1350 I STREET, N.W.
WASHINGTON, D.C. 20005-3311

Horton Iron & Metal

09/04/12	R. Brager	L120	8.00	Review materials to prepare for meeting, conferences with Grace re meeting, and telephone conference re motion.
09/04/12	P. Marks	L120	1.30	Review R. Finke comments and prepare for and participate in client telephone conference re analysis.
09/04/12	P. Marks	L120	0.20	Address logistics for client and government conference call.
09/04/12	S. Albert	L120	2.40	Meeting with R. Brager, L. Duff, P. Marks and others re legal analysis and oversight of D. Paul research.
09/04/12	D. Paul	L120	1.00	Conduct research per S. Albert instructions and prepare summary to team.
09/05/12	R. Brager	L120	8.00	Meeting with EPA; autopsy same with Grace; telephone conference with P. Marks and S. Albert re same.
09/05/12	P. Marks	L120	3.30	Participate in telephone conference with DOJ, EPA and Grace teams re additional sites language and related issues.

09/05/12	P. Marks	L120	0.50	Calls and emails with Grace team re DOJ/EPA meeting.
09/05/12	S. Albert	L120	3.60	Conferences re meeting with EPA, prepare legal analysis and circulation of same, and legal research.
09/06/12	R. Brager	L120	2.00	Grace team telephone conference re meeting with EPA, conference with P. Marks and S. Albert, and telephone conference with Grace re potential modifications to settlement agreement.
09/06/12	P. Marks	L120	2.00	Telephone conference with team to evaluate developments and follow-up telephone conference with B&D and Grace re development strategy for next steps.
09/06/12	S. Albert	L120	1.50	Meeting with P. Marks and R. Brager and client re meeting with EPA and path forward and communications re strategy moving forward.
09/06/12	T. Elsen	L120	2.80	Review website and download documents; review and save documents; prepare index re same.
09/07/12	R. Brager	L120	0.30	Exchange e-mails re legal research.
09/07/12	P. Marks	L120	0.20	Telephone conference with S. Albert re draft revision and emails re research.
09/07/12	S. Albert	L120	0.20	Research and communications re same.
09/10/12	R. Brager	L120	0.80	Review and edit options list and exchange e-mails re same.
09/10/12	R. Brager	L120	1.00	Strategy conference with P. Marks and S. Albert, and review and edit strategy memorandum and telephone conference with S. Albert re same.
09/10/12	P. Marks	L120	1.20	Evaluate and prepare revised strategy memorandum, and conference with R. Brager and S. Albert re same and preparation for client meeting.
09/10/12	P. Marks	L120	0.20	Prepare for telephone conference with DOJ and voice mail messages re same.
09/10/12	S. Albert	L120	2.20	Prepare strategy memorandum and meeting with P. Marks and R. Brager re strategy; preparation of options for path forward.

09/10/12	D. Paul	L120	0.20	Update S. Albert with status of research.
09/11/12	R. Brager	L120	1.50	Strategy telephone conference with Grace and revise options analysis.
09/11/12	P. Marks	L120	1.10	Prepare for and conduct team telephone conference and send email identifying options.
09/11/12	S. Albert	L120	0.90	Meeting with client and B&D team re strategy forward.
09/13/12	R. Brager	L120	0.80	Review Walpole CD and review L. Duff comments.
09/14/12	R. Brager	L120	1.20	Team strategy telephone conference and follow-up with P. Marks.
09/14/12	P. Marks	L120	1.30	Prepare for and telephone conference with client and counsel team re status and path forward, and prepare for and conduct voice mail exchanges with J. Freeman.
09/14/12	S. Albert	L120	0.90	Conference with B&D team, client and bankruptcy counsel re strategy.
09/18/12	P. Marks	L120	0.80	Prepare for and conduct telephone conference with J. Freeman and prepare notes re same.
09/19/12	R. Brager	L120	1.00	Conference with P. Marks, review e-mails re strategy and telephone conference with Grace re same.
09/19/12	P. Marks	L120	1.30	Prepare detailed summary re telephone conference with DOJ and follow-up client call (with L. Duff, R. Finke and R. Brager) re same.
09/24/12	R. Brager	L120	1.00	Team telephone conference with US; follow-up call with Grace and follow-up conference with P. Marks and S. Albert.
09/24/12	P. Marks	L120	1.00	Prepare for and participate in telephone conference with DOJ, EPA, B&D and client, and follow-up telephone conference with R. Brager, S. Albert, L. Duff and H. Feichko.
09/24/12	S. Albert	L120	1.00	Telephone conference with US representatives and Grace re negotiating modification of agreement; follow-up strategy meetings with Grace and R. Brager and P. Marks.
09/27/12	R. Brager	L120	0.20	Strategy conference with P. Marks.

BEVERIDGE & DIAMOND, P.C.

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Total Hours : 56.90

Total Fees : \$28,782.20

BEVERIDGE & DIAMOND, P.C.

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October 31, 2012

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Time Summary :

	Hours Worked	Billed Per Hour	Bill Amount
R. Brager	25.80	\$657.80	\$16,971.24
P. Marks	14.40	\$469.20	\$6,756.48
S. Albert	12.70	\$349.60	\$4,439.92
D. Paul	1.20	\$179.40	\$215.28
T. Elsen	2.80	\$142.60	\$399.28
Total Fees :			\$28,782.20

Total Fees:	\$28,782.20
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Summary by Task Codes :

CODE	Hours	Bill Amount
L100	56.90	\$28,782.20
L120	-----	-----
Total L100	56.90	\$28,782.20
Total Fees :	56.90	\$28,782.20

Summary by Disbursement Codes :

	Bill Amount
007 Express Delivery	\$26.40
E101 Copying	\$5.40
E105 Telephone	\$0.20
E110 Out-of-town Travel	\$386.60
Total Disbursements :	\$418.60

BEVERIDGE & DIAMOND, P.C.

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TOTAL DUE :

\$29,200.80

EXHIBIT B

(IRIS)

LAW OFFICES
BEVERIDGE & DIAMOND, P.C.
SUITE 2210
201 NORTH CHARLES STREET
BALTIMORE, MD 21201-4150
(410) 230-1300

W. R. Grace & Co.
Attn: Lydia B. Duff, Esq.
7500 Grace Drive
Columbia, MD 21044

October 31, 2012
Client/Matter # 01246-015172
Invoice # 150805
Federal ID# 52-1247549

For Legal Services Rendered Through 09/30/12 in Connection With:

PLEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.
SUITE 700
1350 I STREET, N.W.
WASHINGTON, D.C. 20005-3311

IRIS

09/01/12	K. Bourdeau	C300	1.80	Review draft outline of comments; prepare comments thereon and transmit to P. Marks.
09/02/12	K. Bourdeau	C300	0.30	Follow-up communications with P. Marks.
09/02/12	P. Marks	C300	0.70	Review comments from K. Bourdeau on presentation overview and revise and send with explanatory cover memorandum to client.
09/03/12	K. Bourdeau	C300	0.80	Review revised outline of potential comments in preparation for client call re same.
09/04/12	K. Bourdeau	C300	0.70	Begin review of final draft of report and follow-up conference with P. Marks re same.
09/04/12	K. Bourdeau	C300	1.30	Conference with P. Marks and L. Duff re outline of comments and e-mail communications re independent technical review.
09/04/12	P. Marks	C300	1.30	Evaluate FOIA-related correspondence and data, and communications with client, consultant and J. Lanham re same.

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09/04/12	P. Marks	C300	2.40	Telephone conference with L. Duff and K. Bourdeau re presentation outline, and evaluation of new SAB report.
09/04/12	J. Lanham	C300	2.00	Document related activities, including review data and prepare letter re FOIA request.
09/04/12	E. Wolk	C300	0.30	Monitoring.
09/05/12	K. Bourdeau	C300	1.30	Review final draft report and prepare comments thereon.
09/05/12	K. Bourdeau	C300	2.20	Review revised outline of comments and conference with P. Marks re same.
09/05/12	P. Marks	C300	1.10	Telephone conferences with K. Bourdeau re comments on presentation outline and evaluate same.
09/05/12	J. Lanham	C300	1.00	Document related activities, including telephone conference re data, email correspondence to P. Marks re same and prepare and send letter re data.
09/06/12	K. Bourdeau	C300	3.30	Review final of draft report, communications with P. Marks re same, and participate in Grace team status/strategy call/ follow-up e-mail to client re path forward.
09/06/12	P. Marks	C300	1.50	Weekly team telephone conference.
09/06/12	P. Marks	C300	0.40	Telephone conferences with L. Duff re scheduling and strategy.
09/06/12	P. Marks	C300	0.80	FOIA tasks and coordinate with experts and J. Lanham re same and re policy research.
09/06/12	J. Lanham	C300	0.30	Telephone conference with P. Marks re FOIA requests, report, and emails.
09/06/12	D. Paul	L140	2.70	Save revised transcripts to document management system, and proofread corrected transcripts.
09/07/12	K. Bourdeau	C300	1.00	Prepare e-mail to Grace team re path forward and on comments.
09/07/12	P. Marks	C300	4.20	Evaluate report and prepare presentation re same.
09/07/12	P. Marks	C300	1.60	Telephone conference with H. Feichko (and L. Duff for a portion of call) re structure and content of reports by experts and client.

09/07/12	P. Marks	C300	0.70	Evaluate policy document information gaps and telephone conference with J. Lanham re same.
09/07/12	J. Lanham	C300	3.00	Prepare and file FOIA requests re additional data, telephone conferences re FOIA requests and guidance documents.
09/07/12	E. Wolk	C300	0.30	Monitoring.
09/10/12	K. Bourdeau	C300	0.30	Communications with client re comments.
09/10/12	P. Marks	C300	4.20	Prepare for and conduct telephone conferences with experts and H. Feichko, and follow-up emails re same.
09/10/12	J. Lanham	C300	3.70	Research re EPA guidance.
09/10/12	D. Paul	L140	2.70	Continue proofreading transcripts.
09/11/12	K. Bourdeau	C300	0.30	E-mail communications re recent developments, action items.
09/11/12	P. Marks	C300	1.20	Coordinate with J. Lanham re review of policy documents, and re FOIA, and evaluate same.
09/11/12	P. Marks	C300	0.50	Telephone conferences with client, J. Flynn and J. Lanham re FOIA issues.
09/11/12	P. Marks	C300	4.60	Prepare presentations.
09/11/12	J. Lanham	C300	7.50	Research guidance documents and prepare email correspondence to P. Marks re same.
09/12/12	K. Bourdeau	C300	0.20	E-mail to H. Feichko.
09/12/12	K. Bourdeau	C300	1.30	Review and evaluate Grace comments and conference with P. Marks re same and path forward.
09/12/12	P. Marks	C300	0.70	Complete transcript review and direct staff re handling.
09/12/12	P. Marks	C300	1.50	Communications with consultants re reports, evaluate same, and emails to same.
09/12/12	P. Marks	C300	0.60	Telephone conference with K. Bourdeau re issues and presentations.
09/12/12	P. Marks	C300	7.70	Prepare presentations.
09/13/12	K. Bourdeau	C300	1.00	Participate in Grace team strategy call.

09/13/12	K. Bourdeau	C300	2.00	Review drafts of submissions prepared by P. Marks and conference with Grace lawyers and P. Marks re same.
09/13/12	P. Marks	C300	2.20	Prepare and send draft presentation to client team.
09/13/12	P. Marks	C300	1.00	Team teleconference re tasks and strategy.
09/13/12	P. Marks	C300	1.10	Legal team conference call re presentations.
09/14/12	P. Marks	C300	1.10	Review draft letter from J. Flynn, telephone conference with J. Flynn re same; client emails re same.
09/14/12	P. Marks	C300	2.90	Telephone conference with L. Duff re presentations and prepare same.
09/14/12	P. Marks	C300	0.30	Email exchanges with R. Finke re data and research.
09/14/12	D. Paul	L140	0.50	Prepare corrected transcript excerpts to send to court reporter; and coordinate with court reporter for next task.
09/14/12	E. Wolk	C300	0.30	Monitoring.
09/15/12	K. Bourdeau	C300	0.80	Conference with P. Marks re letter and communications with Grace team.
09/15/12	P. Marks	C300	5.60	Prepare presentation and telephone conference with K. Bourdeau re same.
09/15/12	P. Marks	C300	0.70	Exchange emails with client team re tasks and strategy.
09/15/12	P. Marks	C300	0.70	Review consultant report.
09/15/12	P. Marks	C300	1.00	Email exchanges with J. Flynn re reports and preparation re same.
09/16/12	K. Bourdeau	C300	6.00	Work on revisions to B&D letter and communications with P. Marks re same and review of other draft team submissions.
09/16/12	P. Marks	C300	0.80	Presentation preparation.
09/17/12	K. Bourdeau	C300	1.00	Review L. Duff redraft of Grace letter and provide comments on same and review revised consultant report.

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09/17/12	K. Bourdeau	C300	2.80	Finalize redraft of B&D letter and cover e-mail re same and review and respond to R. Finke comments on same.
09/17/12	P. Marks	C300	3.20	Prepare presentations.
09/18/12	K. Bourdeau	C300	2.30	Review revised draft of letter and prepare comments and provide same to P. Marks, and numerous other e-mail communications re Grace submissions.
09/18/12	P. Marks	C300	12.20	Prepare presentations, direct J. Lanham and D. Paul re same, and coordinate with client and K. Bourdeau re same.
09/18/12	P. Marks	C300	0.50	Telephone conference and emails with J. Flynn re presentation and follow-up with client re same.
09/18/12	J. Lanham	C300	11.60	Research, prepare and send final comments.
09/18/12	D. Paul	C400	9.30	Assist in preparing final comments as directed by J. Lanham and P. Marks.
09/19/12	K. Bourdeau	C300	0.50	E-mail communications re comments.
09/19/12	P. Marks	C300	0.50	Telephone conference with J. Flynn re report.
09/19/12	P. Marks	C300	1.60	Follow-up tasks re presentations, including coordinating with client and consultants re oral presentation preparation.
09/19/12	E. Wolk	C300	0.30	Monitoring.
09/20/12	K. Bourdeau	C300	2.00	Participate in Grace strategy call and in conference call to prepare for presentations.
09/20/12	P. Marks	C300	1.00	Telephone conference with legal team re presentations.
09/20/12	P. Marks	C300	1.60	Full team strategy call, and follow-up coordination with team.
09/20/12	P. Marks	C300	2.90	Prepare presentations and coordinate with experts re same.
09/21/12	K. Bourdeau	C300	0.80	Preparation for teleconference and e-mail communications re same.
09/21/12	K. Bourdeau	C300	0.70	Conference with L. Duff re comments and conference with P. Marks re same.

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09/21/12	P. Marks	C300	0.30	Telephone conference with L. Duff re presentations and tasks.
09/21/12	E. Wolk	C300	0.50	Monitoring.
09/23/12	P. Marks	C300	0.50	Review and evaluate consultant materials.
09/24/12	K. Bourdeau	C300	2.80	Review consultant bullet point summary of talking points and prepare comments thereon and conduct conference call with consultant, P. Marks, and H. Feichko re same.
09/24/12	P. Marks	C300	4.90	Coordinate with experts and client re presentations, and evaluate and prepare same.
09/24/12	P. Marks	C300	0.60	Handle court reporter logistics and related issues for meeting.
09/24/12	D. Paul	C400	1.00	Prepare instructions for court reporter and follow-up communications re same.
09/25/12	K. Bourdeau	C300	3.30	Participate in teleconference and follow-up conference call with Grace re results of same.
09/25/12	K. Bourdeau	C300	1.20	Review revised talking points; conference with consultant and P. Marks re same and review preliminary comments.
09/25/12	P. Marks	C300	2.60	Multiple telephone conferences with consultant re presentation and emails re same.
09/25/12	P. Marks	C300	3.30	Attend meeting with L. Duff and H. Feichko, and post-meeting teleconference with Grace team.
09/26/12	K. Bourdeau	C300	0.30	Follow up communications.
09/27/12	K. Bourdeau	C300	1.20	Conference with P. Marks in preparation for Grace team call; participate in Grace team call.
09/27/12	P. Marks	C300	1.20	Prepare for and conduct telephone conferences with K. Bourdeau re meeting assessment and preparation for team conference call.
09/27/12	P. Marks	C300	0.30	Review emails and information distributed by consultants.
09/28/12	K. Bourdeau	C300	0.80	E-mail communications and conference with P. Marks.
09/28/12	P. Marks	C300	0.30	Coordinate with J. Lanham re FOIA request.

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09/28/12 P. Marks C300 0.80 Review meeting notes and telephone conferences with H. Feichko and K. Bourdeau re assessment of status.

09/28/12 J. Lanham C300 1.00 Prepare FOIA request and conference with P. Marks re same.

Total Hours : **183.70**

Total Fees : **\$84,375.04**

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Time Summary :

	Hours Worked	Billed Per Hour	Bill Amount
K. Bourdeau	44.30	\$657.80	\$29,140.54
P. Marks	91.40	\$469.20	\$42,884.88
J. Lanham	30.10	\$303.60	\$9,138.36
D. Paul	16.20	\$179.40	\$2,906.28
E. Wolk	1.70	\$179.40	\$304.98
Total Fees :			\$84,375.04

Total Fees:	\$84,375.04
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Summary by Task Codes :

CODE	Hours	Bill Amount
C300	167.50	\$81,468.76
C400	10.30	\$1,847.82
Total	177.80	\$83,316.58
 L100		
L140	5.90	\$1,058.46
Total L100	5.90	\$1,058.46
 Total Fees :	183.70	\$84,375.04

Summary by Disbursement Codes :

		Bill Amount
002	Postage	\$0.45
E101	Copying	\$43.60

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E105	Telephone	\$4.50
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Total Disbursements :	\$48.55
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TOTAL DUE :	\$84,423.59
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EXHIBIT C

(General Regulatory/Compliance Issues)

LAW OFFICES
BEVERIDGE & DIAMOND, P.C.
SUITE 700
1350 I STREET, N.W.
WASHINGTON D.C. 20005-3311
(202) 789-6000

W. R. Grace & Co. - Conn
Attn: Lydia B. Duff, Esq.
7500 Grace Drive
Columbia, MD 21044

October 31, 2012
Client/Matter # 01246-012100
Invoice # 150804
Federal ID# 52-1247549

For Legal Services Rendered Through 09/30/12 in Connection With:

General Regulatory/Compliance Issues

100042

08/22/12	K. Szmuszkovicz	C300	1.00	Review background facts, outline talking points, and telephone conference with Grace re regulatory issue.
09/17/12	M. Duvall	C300	0.20	Forward to Grace team response by EPA's Office of General Counsel to question about regulatory issue.
09/18/12	K. Szmuszkovicz	C300	0.30	Review update from M. Duvall re feedback from EPA and provide input re next steps to answer Grace's questions and help achieve its objectives.
09/24/12	M. Duvall	C300	1.70	Telephone conference with H. Feichko, L. Duff, and D. Curreri re next steps; prepare written interpretation of regulatory issue.
09/25/12	M. Duvall	C300	2.70	Continue drafting interpretation request re regulatory issue.
09/28/12	M. Duvall	C300	3.40	Complete drafting of interpretation request to EPA re regulatory issue; conference with K. Szmuszkovicz re draft and strategy.

Total Hours : 9.30

Total Fees : \$4,903.14

BEVERIDGE & DIAMOND, P.C.

INVOICE # 150804

October 31, 2012

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Time Summary :

	Hours Worked	Billed Per Hour	Bill Amount
K. Szmuszkovicz	1.30	\$657.80	\$855.14
M. Duvall	8.00	\$506.00	\$4,048.00
Total Fees :			\$4,903.14

Summary by Task Codes :

CODE	Hours	Bill Amount
C300	9.30	\$4,903.14
Total	9.30	\$4,903.14
Total Fees :	9.30	\$4,903.14

Summary by Disbursement Codes :

	Bill Amount
003 Long Distance Telephone	\$4.00
Total Disbursements :	\$4.00
TOTAL DUE :	\$4,907.14